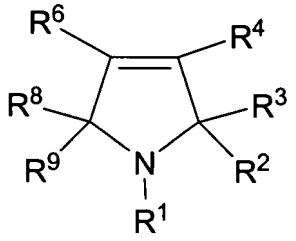
In the claims:

1. (Currently amended) A compound of Formula I:



I

or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
n is 0 or 1;
r is 0 or 1;
s is 0 or 1;

R^1 is ~~selected from~~:

1) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}X)NR^cR^{c'}$,

said is optionally substituted with one or more substituents selected from R^{10};

R^2 and R^6 are independently selected from:

1) ~~aryl~~, phenyl

said ~~aryl~~, phenyl is optionally substituted with one or more substituents selected from R^{10};

R^3, R^4, R^8, and R^9 are independently selected from:

1) H, and
2) $C_1\text{-}C_{10}$ alkyl,

R^{10} is independently selected from:

1) ~~$(C=O)_aO_b$~~C_1-C_{10} alkyl,
2) ~~$(C=O)_aO_b$aryl,~~
3) ~~C_2-C_{10} alkenyl,~~
4) ~~C_2-C_{10} alkynyl,~~
5) ~~$(C=O)_aO_b$ heterocyclyl,~~
6) ~~CO_2H,~~
7) halo,
8) CN, and
9) OH,
10) ~~O_bC_1-C_6 perfluoroalkyl,~~
11) ~~$O_a(C=O)_bNR^{12}R^{13}$,~~
12) ~~$S(O)_mR^a$,~~
13) ~~$S(O)_2NR^{12}R^{13}$,~~
14) ~~oxo,~~
15) ~~CHO, and~~
16) ~~$(N=O)R^{12}R^{13}$, or~~
17) ~~$(C=O)_aO_bC_3$-C_8 cycloalkyl,~~

said alkyl~~, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl~~ is optionally substituted with one or more halo ~~substituents selected from R^{11}~~;

R^{11} is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,
2) $O_r(C_1$-$C_3)$perfluoroalkyl,
3) $(C_0$-$C_6)$alkylene-$S(O)_mR^a$,
4) oxo,
5) OH,
6) halo,
7) CN,
8) $(C=O)_rO_s(C_2$-$C_{10})$alkenyl,
9) $(C=O)_rO_s(C_2$-$C_{10})$alkynyl,

10) $(C=O)_rO_s(C_3\text{-}C_6)$cycloalkyl,
11) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-aryl,
12) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-heterocyclyl,
13) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$,
14) $C(O)R^a$,
15) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
16) C(O)H,
17) $(C_0\text{-}C_6)$alkylene-CO_2H,
18) $C(O)N(R^b)_2$,
19) $S(O)_mR^a$, and
20) $S(O)_2N(R^b)_2$

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1\text{-}C_6$ alkyl, oxo, and $N(R^b)_2$;

R^{12} and R^{13} are independently selected from:

1) H,
2) $(C=O)O_bC_1\text{-}C_{10}$ alkyl,
3) $(C=O)O_bC_3\text{-}C_8$ cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) $C_1\text{-}C_{10}$ alkyl,
7) aryl,
8) $C_2\text{-}C_{10}$ alkenyl,
9) $C_2\text{-}C_{10}$ alkynyl,
10) heterocyclyl,
11) $C_3\text{-}C_8$ cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^{11}, or

R^{12} and R^{13} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R^{11};

R^{14} is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2H,
7) halo,
8) CN,
9) OH,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^{12}R^{13}$,
12) $S(O)_mR^a$,
13) $S(O)_2NR^{12}R^{13}$,
14) oxo,
15) CHO,
16) $(N=O)R^{12}R^{13}$, or
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^{11};

R^a is $(C_1$-$C_6)$alkyl, $(C_3$-$C_6)$cycloalkyl, aryl, or heterocyclyl, optionally substituted with one to three substituents selected from R^{14};

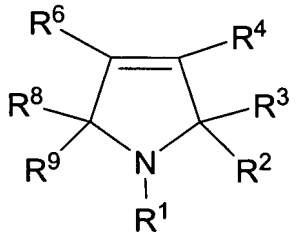
R^b is H, $(C_1$-$C_6)$alkyl, aryl, heterocyclyl, $(C_3$-$C_6)$cycloalkyl, $(C=O)OC_1$-C_6 alkyl,

$(C=O)C_1$-C_6 alkyl or $S(O)_2R^a$, optionally substituted with one to three substituents selected from R^{14};

R^c and $R^{c'}$ are independently selected from: H, morpholine, piperazine, pyrrolidine, poperidine, phenyl, pyridine, oxazole, pyrazole, oxadiazole, thiazole, triazole, oxopyridine, oxotriazole, piperidine, piperazine, tetrahydrofuran, dioxolane, dioxane, ~~(C_1-C_6)alkyl, aryl, heterocyclyl~~ and (C_3-C_6)cycloalkyl, optionally substituted with one, two or three substituents selected from ~~R^{10}~~, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_2-C_{10} alkynyl, $NR^{12}R^{13}$ or $S(O)_mR^a$, wherein said alkyl is optionally substituted with OH, $-CO_2H$, alkoxy, (C=O)morpholine (which is optionally substituted with alkyl), O(C=O)piperazine, O(C=O)piperidine, O(C=O)morpholine, phenyl, pyridine, oxazole, pyrazole, oxadiazole, thiazole, triazole, oxopyridine, oxotriazole, piperidine, piperazine, tetrahydrofuran, dioxolane, dioxane or pyrrolidinyl,
or
R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form morpholine, azetidine or pyrrolidine ~~a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11}~~;

X is O.

2. (Currently amended) The compound according to Claim 1 of the Formula I:



I

or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
n is 0 or 1;
r is 0 or 1;
s is 0 or 1;

R^1 is selected from:

1) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}X)NR^cR^{c'}$,

said is optionally substituted with one or more substituents selected from R^{10};

R^2 and R^6 are independently selected from:

1) ~~aryl~~ phenyl,

said ~~aryl~~ phenyl, is optionally substituted with one or more substituents selected from R^{10};

R^3, R^4, R^8, and R^9 are independently selected from:

1) H, and
2) $C_1\text{-}C_{10}$ alkyl,

R^{10} is independently selected from:

1) ~~$(C{=}O)_aO_b$~~$C_1\text{-}C_{10}$ alkyl,
2) ~~$(C{=}O)_aO_b$aryl,~~
3) ~~$C_2\text{-}C_{10}$ alkenyl,~~
4) ~~$C_2\text{-}C_{10}$ alkynyl,~~
5) ~~$(C{=}O)_aO_b$ heterocyclyl,~~
6) ~~CO_2H,~~
7) halo,
8) CN, and
9) OH,
10) ~~$O_bC_1\text{-}C_6$ perfluoroalkyl,~~
11) ~~$O_a(C{=}O)_bNR^{12}R^{13}$,~~

~~12) $S(O)_mR^a$,~~
~~13) $S(O)_2NR^{12}R^{13}$,~~
~~14) oxo,~~
~~15) CHO, and~~
~~16) $(N=O)R^{12}R^{13}$, or~~
~~17) $(C=O)_aO_bC_3$-C_8 cycloalkyl,~~

said alkyl~~, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl~~ is optionally substituted with one or more halo ~~substituents selected from R^{11}~~;

R^{11} is selected from:

1) $(C=O)_rO_s(C_1\text{-}C_{10})$alkyl,
2) $O_r(C_1\text{-}C_3)$perfluoroalkyl,
3) $(C_0\text{-}C_6)$alkylene-$S(O)_mR^a$,
4) oxo,
5) OH,
6) halo,
7) CN,
8) $(C=O)_rO_s(C_2\text{-}C_{10})$alkenyl,
9) $(C=O)_rO_s(C_2\text{-}C_{10})$alkynyl,
10) $(C=O)_rO_s(C_3\text{-}C_6)$cycloalkyl,
11) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-aryl,
12) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-heterocyclyl,
13) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$,
14) $C(O)R^a$,
15) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
16) C(O)H,
17) $(C_0\text{-}C_6)$alkylene-CO_2H,
18) $C(O)N(R^b)_2$,
19) $S(O)_mR^a$, and
20) $S(O)_2N(R^b)_2$

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C{=}O)C_1\text{-}C_6$ alkyl, oxo, and $N(R^b)_2$;

R^{12} and R^{13} are independently selected from:

1) H,
2) $(C{=}O)O_bC_1\text{-}C_{10}$ alkyl,
3) $(C{=}O)O_bC_3\text{-}C_8$ cycloalkyl,
4) $(C{=}O)O_b$aryl,
5) $(C{=}O)O_b$heterocyclyl,
6) $C_1\text{-}C_{10}$ alkyl,
7) aryl,
8) $C_2\text{-}C_{10}$ alkenyl,
9) $C_2\text{-}C_{10}$ alkynyl,
10) heterocyclyl,
11) $C_3\text{-}C_8$ cycloalkyl,
12) SO_2R^a, and
13) $(C{=}O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^{11}, or

R^{12} and R^{13} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R^{11};

R^a is $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, aryl, or heterocyclyl;

R^b is H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl, $(C_3\text{-}C_6)$cycloalkyl, $(C{=}O)OC_1\text{-}C_6$ alkyl, $(C{=}O)C_1\text{-}C_6$ alkyl or $S(O)_2R^a$;

R^c and $R^{c'}$ are independently selected from: H, morpholine, piperazine, pyrrolidine, poperidine, phenyl, pyridine, oxazole, pyrazole, oxadiazole, thiazole, triazole, oxopyridine, oxotriazole, piperidine, piperazine, tetrahydrofuran, dioxolane, dioxane, ~~$(C_1$-$C_6)$alkyl, aryl, heterocyclyl~~ and $(C_3$-$C_6)$cycloalkyl, optionally substituted with one, two or three substituents selected from ~~R^{10}~~, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_2-C_{10} alkynyl, $NR^{12}R^{13}$ or $S(O)_mR^a$, wherein said alkyl is optionally substituted with OH, $-CO_2H$, alkoxy, (C=O)morpholine (which is optionally substituted with alkyl), O(C=O)piperazine, O(C=O)piperidine, O(C=O)morpholine, phenyl, pyridine, oxazole, pyrazole, oxadiazole, thiazole, triazole, oxopyridine, oxotriazole, piperidine, piperazine, tetrahydrofuran, dioxolane, dioxane or pyrrolidinyl,

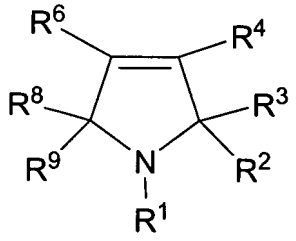
or

R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form morpholine, azetidine or pyrrolidine ~~a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11}~~;

and

X is ~~O.~~.

3. (Currently amended) The compound according to Claim 2 of Formula I:



I

or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

a is 0 or 1;

b is 0 or 1;

m is 0, 1, or 2;
n is 0 or 1;
r is 0 or 1;
s is 0 or 1;

R^1 is selected from:

1) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}X)NR^cR^{c'}$,

said is optionally substituted with one or more substituents selected from R^{10};

R^2 and R^6 are independently selected from:

1) ~~aryl~~ phenyl,

said ~~aryl~~ phenyl, is optionally substituted with one or more substituents selected from R^{10};

R^3, R^4, R^8, and R^9 are independently selected from:

1) H, and
2) C_1-C_{10} alkyl,

R^{10} is independently selected from:

1) ~~$(C{=}O)_aO_b$~~C_1-C_{10} alkyl,
2) ~~$(C{=}O)_aO_b$aryl,~~
3) ~~C_2-C_{10} alkenyl,~~
4) ~~C_2-C_{10} alkynyl,~~
5) ~~$(C{=}O)_aO_b$ heterocyclyl,~~
6) ~~CO_2H,~~
7) halo,
8) CN, and
9) OH,
10) ~~O_bC_1-C_6 perfluoroalkyl,~~
11) ~~$O_a(C{=}O)_bNR^{12}R^{13}$,~~
12) ~~$S(O)_mR^a$,~~
13) ~~$S(O)_2NR^{12}R^{13}$,~~
14) ~~CHO, and~~

~~15) $(C=O)_aO_bC_3$-C_8 cycloalkyl,~~

said alkyl~~, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl~~ is optionally substituted with one or more halo ~~substituents selected from R^{11}~~;

R^{11} is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,
2) $O_r(C_1$-$C_3)$perfluoroalkyl,
3) $(C_0$-$C_6)$alkylene-$S(O)_mR^a$,
4) oxo,
5) OH,
6) halo,
7) CN,
8) $(C=O)_rO_s(C_2$-$C_{10})$alkenyl,
9) $(C=O)_rO_s(C_2$-$C_{10})$alkynyl,
10) $(C=O)_rO_s(C_3$-$C_6)$cycloalkyl,
11) $(C=O)_rO_s(C_0$-$C_6)$alkylene-aryl,
12) $(C=O)_rO_s(C_0$-$C_6)$alkylene-heterocyclyl,
13) $(C=O)_rO_s(C_0$-$C_6)$alkylene-$N(R^b)_2$,
14) $C(O)R^a$,
15) $(C_0$-$C_6)$alkylene-CO_2R^a,
16) C(O)H,
17) $(C_0$-$C_6)$alkylene-CO_2H,
18) $C(O)N(R^b)_2$,
19) $S(O)_mR^a$, and
20) $S(O)_2N(R^b)_2$,

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1$-$C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1$-C_6 alkyl, oxo, and $N(R^b)_2$;

R^{12} and R^{13} are independently selected from:

1) H,
2) $(C=O)O_bC_1$-C_{10} alkyl,

3) $(C=O)O_bC_3$-C_8 cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) C_1-C_{10} alkyl,
7) aryl,
8) C_2-C_{10} alkenyl,
9) C_2-C_{10} alkynyl,
10) heterocyclyl,
11) C_3-C_8 cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^{11}, or

R^{12} and R^{13} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R^{11};

R^a is $(C_1$-$C_6)$alkyl, $(C_3$-$C_6)$cycloalkyl, aryl, or heterocyclyl;

R^b is H, $(C_1$-$C_6)$alkyl, aryl, heterocyclyl, $(C_3$-$C_6)$cycloalkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl or $S(O)_2R^a$;

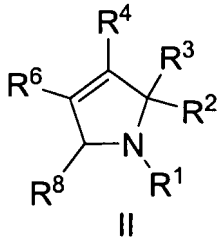
R^c and $R^{c'}$ are independently selected from: H, morpholine, piperazine, pyrrolidine, poperidine, phenyl, pyridine, oxazole, pyrazole, oxadiazole, thiazole, triazole, oxopyridine, oxotriazole, piperidine, piperazine, tetrahydrofuran, dioxolane, dioxane, ~~$(C_1$-$C_6)$alkyl, aryl, heterocyclyl~~ and $(C_3$-$C_6)$cycloalkyl, or

R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form morpholine, azetidine or pyrrolidine ~~a monocyclic or bicyclic heterocycle with 3-7 members in~~

~~each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};~~
and

X is O.

4. (Currently amended) The compound according to Claim 2 of the Formula II,



II

or a pharmaceutically acceptable salt or stereoisomer thereof, wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
r is 0 or 1;
s is 0 or 1;

R^1 is selected from:
1) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}O)NR^cR^{c'}$,
said is optionally substituted with one or more substituents selected from R^{10};

R^2 and R^6 are independently selected from:
1) ~~aryl~~ phenyl,
said ~~aryl~~ phenyl, is optionally substituted with one or more substituents selected from R^{10};

R^3, R^4 and R^8 are independently selected from:

1) H, and
2) C_1-C_{10} alkyl,

R^{10} is independently selected from:

1) ~~$(C=O)_aO_b$~~C_1-C_{10} alkyl,
2) ~~$(C=O)_aO_b$aryl,~~
3) ~~C_2-C_{10} alkenyl,~~
4) ~~C_2-C_{10} alkynyl,~~
5) ~~$(C=O)_aO_b$ heterocyclyl,~~
6) ~~CO_2H,~~
7) halo,
8) CN, and
9) OH,
10) ~~O_bC_1-C_6 perfluoroalkyl,~~
11) ~~$O_a(C=O)_bNR^{12}R^{13}$,~~
12) ~~$S(O)_mR^a$,~~
13) ~~$S(O)_2NR^{12}R^{13}$,~~
14) ~~CHO, and~~
15) ~~$(C=O)_aO_bC_3$-C_8 cycloalkyl,~~

said alkyl~~, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl~~ is optionally substituted with halo ~~one, two or three substituents selected from R^{11}~~;

R^{11} is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,
2) $O_r(C_1$-$C_3)$perfluoroalkyl,
3) oxo,
4) OH,
5) halo,
6) CN,
7) $(C_2$-$C_{10})$alkenyl,
8) $(C_2$-$C_{10})$alkynyl,
9) $(C=O)_rO_s(C_3$-$C_6)$cycloalkyl,

10) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-aryl,
11) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-heterocyclyl,
12) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$,
13) $C(O)R^a$,
14) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
15) C(O)H,
16) $(C_0\text{-}C_6)$alkylene-CO_2H,
17) $C(O)N(R^b)_2$,
18) $S(O)_mR^a$, and
19) $S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1\text{-}C_6$ alkyl, oxo, and $N(R^b)_2$;

R^{12} and R^{13} are independently selected from:

1) H,
2) $(C=O)O_bC_1\text{-}C_{10}$ alkyl,
3) $(C=O)O_bC_3\text{-}C_8$ cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) $C_1\text{-}C_{10}$ alkyl,
7) aryl,
8) $C_2\text{-}C_{10}$ alkenyl,
9) $C_2\text{-}C_{10}$ alkynyl,
10) heterocyclyl,
11) $C_3\text{-}C_8$ cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^{11}, or

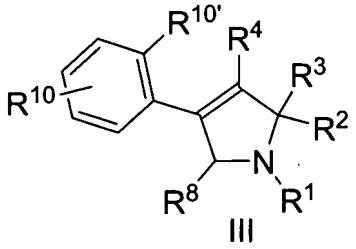
R^{12} and R^{13} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};

R^a is $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, aryl, or heterocyclyl;

R^b is H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl, $(C_3\text{-}C_6)$cycloalkyl, $(C{=}O)OC_1\text{-}C_6$ alkyl, $(C{=}O)C_1\text{-}C_6$ alkyl or $S(O)_2R^a$;

R^c and $R^{c'}$ are independently selected from: H, morpholine, piperazine, pyrrolidine, poperidine, phenyl, pyridine, oxazole, pyrazole, oxadiazole, thiazole, triazole, oxopyridine, oxotriazole, piperidine, piperazine, tetrahydrofuran, dioxolane, dioxane, ~~$(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl~~ and $(C_3\text{-}C_6)$cycloalkyl, or R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form morpholine, azetidine or pyrrolidine ~~a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11}~~; .

5. (Currently amended) A compound of the Formula III,



III

or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

a is 0 or 1;
b is 0 or 1;

m is 0, 1, or 2;
r is 0 or 1;
s is 0 or 1;

R^1 is selected from:

1) $(C=O)NR^cR^{c'}$,

R^2 is selected from:

1) ~~aryl~~ phenyl,
~~2) C_1-C_6 aralkyl,~~
~~3) C_3-C_8 cycloalkyl, and~~
~~4) heterocyclyl,~~

said ~~aryl~~ phenyl, is optionally substituted with one or more substituents selected from R^{10};

R^3, R^4 and R^8 are independently selected from:

1) H, and
2) C_1-C_{10} alkyl,

R^{10} is independently selected from:

1) ~~$(C=O)_aO_bC_1$~~-C_{10} alkyl,
~~2) $(C=O)_aO_b$aryl,~~
~~3) C_2-C_{10} alkenyl,~~
~~4) C_2-C_{10} alkynyl,~~
~~5) $(C=O)_aO_b$ heterocyclyl,~~
~~6) CO_2H,~~
7) halo,
8) CN, and
9) OH,
~~10) O_bC_1-C_6 perfluoroalkyl,~~
~~11) $O_a(C=O)_bNR^{12}R^{13}$,~~
~~12) $S(O)_mR^a$,~~
~~13) $S(O)_2NR^{12}R^{13}$,~~

~~14) oxo,~~

~~15) CHO, and~~

~~16) $(N=O)R^{12}R^{13}$, or~~

~~17) $(C=O)_aO_bC_3$-C_8 cycloalkyl,~~

said alkyl~~, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl~~ is optionally substituted with halo ~~one, two or three substituents selected from R^{11}~~;

$R^{10'}$ is halogen;

R^{11} is selected from:

1) $(C=O)_rO_s(C_1\text{-}C_{10})$alkyl,
2) $O_r(C_1\text{-}C_3)$perfluoroalkyl,
3) oxo,
4) OH,
5) halo,
6) CN,
7) $(C_2\text{-}C_{10})$alkenyl,
8) $(C_2\text{-}C_{10})$alkynyl,
9) $(C=O)_rO_s(C_3\text{-}C_6)$cycloalkyl,
10) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-aryl,
11) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-heterocyclyl,
12) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$,
13) $C(O)R^a$,
14) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
15) C(O)H,
16) $(C_0\text{-}C_6)$alkylene-CO_2H, and
17) $C(O)N(R^b)_2$,
18) $S(O)_mR^a$, and
19) $S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C{=}O)C_1\text{-}C_6$ alkyl, oxo, and $N(R^b)_2$;

R^{12} and R^{13} are independently selected from:

1) H,
2) $(C{=}O)O_bC_1\text{-}C_{10}$ alkyl,
3) $(C{=}O)O_bC_3\text{-}C_8$ cycloalkyl,
4) $(C{=}O)O_b$aryl,
5) $(C{=}O)O_b$heterocyclyl,
6) $C_1\text{-}C_{10}$ alkyl,
7) aryl,
8) $C_2\text{-}C_{10}$ alkenyl,
9) $C_2\text{-}C_{10}$ alkynyl,
10) heterocyclyl,
11) $C_3\text{-}C_8$ cycloalkyl,
12) SO_2R^a, and
13) $(C{=}O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^{11}, or

R^{12} and R^{13} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};

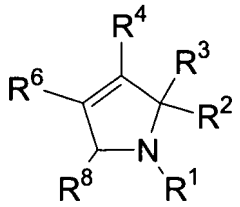
R^a is $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, aryl, or heterocyclyl;

R^b is H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl, $(C_3\text{-}C_6)$cycloalkyl, $(C{=}O)OC_1\text{-}C_6$ alkyl, $(C{=}O)C_1\text{-}C_6$ alkyl or $S(O)_2R^a$;

R^c and $R^{c'}$ are independently selected from: H, morpholine, piperazine, pyrrolidine, poperidine, phenyl, pyridine, oxazole, pyrazole, oxadiazole, thiazole, triazole, oxopyridine, oxotriazole, piperidine, piperazine, tetrahydrofuran, dioxolane, dioxane, ~~$(C_1$-$C_6)$alkyl, aryl, heterocyclyl~~ and $(C_3$-$C_6)$cycloalkyl,

or R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form morpholine, azetidine or pyrrolidine ~~a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11}~~; .

6. (Currently amended) The compound according to Claim 4 of the Formula IV,



IV

or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
r is 0 or 1;
s is 0 or 1;

R^1 is selected from:

5) $(C=O)NR^cR^{c'}$,

R^2 is selected from:

1) ~~aryl~~ phenyl,

said ~~aryl~~ phenyl, is optionally substituted with one or more substituents selected from R^{10};

R^3, R^4 and R^8 are independently selected from:

1) H, and
2) C_1-C_{10} alkyl,

R^6 is selected from:

1) ~~aryl~~ phenyl,

said ~~aryl~~ phenyl, is optionally substituted with one or more substituents selected from R^{10};

R^{10} is independently selected from:

1) ~~$(C=O)_aO_bC_1$-C_{10} alkyl,~~
2) ~~$(C=O)_aO_b$aryl,~~
3) ~~C_2-C_{10} alkenyl,~~
4) ~~C_2-C_{10} alkynyl,~~
5) ~~$(C=O)_aO_b$ heterocyclyl,~~
6) ~~CO_2H,~~
7) halo,
8) CN, and
9) OH,
10) ~~O_bC_1-C_6 perfluoroalkyl,~~
11) ~~$O_a(C=O)_bNR^{12}R^{13}$,~~
12) ~~$S(O)_mR^a$,~~
13) ~~$S(O)_2NR^{12}R^{13}$,~~
15) ~~CHO, and~~
17) ~~$(C=O)_aO_bC_3$-C_8 cycloalkyl,~~

said alkyl~~,aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl~~ is optionally substituted with halo ~~one, two or three substituents selected from R^{11}~~;

R^{11} is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,
2) $O_r(C_1$-$C_3)$perfluoroalkyl,

3) oxo,
4) OH,
5) halo,
6) CN,
7) $(C_2\text{-}C_{10})$alkenyl,
8) $(C_2\text{-}C_{10})$alkynyl,
9) $(C{=}O)_rO_s(C_3\text{-}C_6)$cycloalkyl,
10) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-aryl,
11) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-heterocyclyl,
12) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$,
13) $C(O)R^a$,
14) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
15) C(O)H,
16) $(C_0\text{-}C_6)$alkylene-CO_2H,
17) $C(O)N(R^b)_2$,
18) $S(O)_mR^a$, and
19) $S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C{=}O)C_1\text{-}C_6$ alkyl, oxo, and $N(R^b)_2$;

R^{12} and R^{13} are independently selected from:

1) H,
2) $(C{=}O)O_bC_1\text{-}C_{10}$ alkyl,
3) $(C{=}O)O_bC_3\text{-}C_8$ cycloalkyl,
4) $(C{=}O)O_b$aryl,
5) $(C{=}O)O_b$heterocyclyl,
6) $C_1\text{-}C_{10}$ alkyl,
7) aryl,
8) $C_2\text{-}C_{10}$ alkenyl,
9) $C_2\text{-}C_{10}$ alkynyl,

10) heterocyclyl,
11) C_3-C_8 cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^{11}, or

R^{12} and R^{13} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};

R^a is independently selected from: $(C_1$-$C_6)$alkyl, $(C_3$-$C_6)$cycloalkyl, aryl, and heterocyclyl;

R^b is independently selected from: H, $(C_1$-$C_6)$alkyl, aryl, heterocyclyl, $(C_3$-$C_6)$cycloalkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl or $S(O)_2R^a$; and

R^c and $R^{c'}$ are independently selected from: H, morpholine, piperazine, pyrrolidine, poperidine, phenyl, pyridine, oxazole, pyrazole, oxadiazole, thiazole, triazole, oxopyridine, oxotriazole, piperidine, piperazine, tetrahydrofuran, dioxolane, dioxane, ~~$(C_1$-$C_6)$alkyl, aryl, heterocyclyl~~ and $(C_3$-$C_6)$cycloalkyl, or

R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form morpholine, azetidine or pyrrolidine ~~a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11}~~; .

7. (Cancelled)

8. (Currently amended) The compound according to Claim 6 or a pharmaceutically acceptable salt or stereoisomer thereof, wherein:

R^2 and R^6 are phenyl optionally substituted with one or two substituents selected from R^{10}.

9. (Cancelled)

10. (Cancelled)

11. (Previously amended) A compound selected from:

4-(2-chloro-5-fluorophenyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

(+)-4-(2,5-difluorophenyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

(-)-4-(2,5-difluorophenyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;
4-(5-chloro-2-fluorophenyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2-fluorophenyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2-fluoro-5-methylphenyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(5-bromo-2-fluorophenyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-{[4-(5-chloro-2-fluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]carbonyl}morpholine;

4-{[4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]carbonyl}morpholine;

N,N-dimethyl-2,4-diphenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(4-fluorophenyl)-N,N-dimethyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(2-fluorophenyl)-N,N-dimethyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

2-(3-bromophenyl)-4-(2,5-difluorophenyl)- N,N-dimethyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

2-(3-aminophenyl)-4-(2,5-difluorophenyl)- N,N-dimethyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(3-methylphenyl)-N,N-dimethyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

(2S)-4-(5-chloro-2-fluorophenyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2-fluoro-5-isocyanophenyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

(2S)-4-(2,5-Difluorophenyl)-N-methyl-2-phenyl-N-piperidin-4-yl-2,5-dihydro-1H-pyrrole-1-carboxamide;

(2S)-4-(2,5-Difluorophenyl)-N-methyl-2-phenyl-N-(piperidin-4-ylmethyl)-2,5-dihydro-1H-pyrrole-1-carboxamide;

(2S)-4-(5-Chloro-2-fluorophenyl)-N-methyl-2-phenyl-N-[(3R)-pyrrolidin-3-yl]-2,5-dihydro-1H-pyrrole-1-carboxamide;

(2S)-4-(5-chloro-2-fluorophenyl)-N-methyl-2-phenyl-N-piperidin-4-yl-2,5-dihydro-1H-pyrrole-1-carboxamide;

(2S)-4-(5-chloro-2-fluorophenyl)-N-methyl-2-phenyl-N-[(3S)-pyrrolidin-3-yl]-2,5-dihydro-1H-pyrrole-1-carboxamide;

(2S)-4-(2,5-difluorophenyl)-N-methyl-2-phenyl-N-pyrrolidin-3-yl-2,5-dihydro-1H-pyrrole-1-carboxamide;

(2S)-4-(2,5-difluorophenyl)-N-methyl-N-[(3S)-1-methylpyrrolidin-3-yl]-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

(2S)-4-(2,5-difluorophenyl)-N-methyl-N-[(3R)-1-methylpyrrolidin-3-yl]-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

(2S)-4-(2,5-difluorophenyl)-N-methyl-N-[(1-methyl-5-oxopyrrolidin-2-yl)methyl]-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

(2S)-4-(2,5-difluorophenyl)-N-(1,3-dioxolan-2-ylmethyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

(2S)-4-(2,5-difluorophenyl)-N-methyl-2-phenyl-N-tetrahydrofuran-3-yl-2,5-dihydro-1H-pyrrole-1-carboxamide;
(2S)-N-(1-allylpiperidin-4-yl)-4-(2,5-difluorophenyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

allyl 4-[{[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]carbonyl}(methyl)amino]piperidine-1-carboxylate;

allyl 4-{[{[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]carbonyl}(methyl)amino]methyl}piperidine-1-carboxylate;

(2S)-4-(2,5-difluorophenyl)-N-methyl-N-(1-methylpiperidin-4-yl)-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-Difluorophenyl)-N-methyl-N-[(1-methylpiperidin-3-yl)methyl]-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-N-methyl-2-phenyl-N-(pyridin-3-ylmethyl)-2,5-dihydro-1H-pyrrole-1-carboxamide;

N-benzyl-4-(2,5-difluorophenyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-N-methyl-N-[(1-methyl-1H-pyrazol-4-yl)methyl]-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-N-[2-(dimethylamino)ethyl]-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-N-(2-hydroxyethyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-N-isobutyl-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-N-methyl-2-phenyl-N-(2-pyridin-2-ylethyl)-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-N-(2-methoxyethyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-N-(2,3-dihydroxypropyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-N-methyl-2-phenyl-N-(2-phenylethyl)-2,5-dihydro-1H-pyrrole-1-carboxamide;
4-(2,5-difluorophenyl)-2-phenyl-N-propyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(5-chloro-2-fluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-piperidin-4-yl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-piperidin-4-yl-2,5-dihydro-1H-pyrrole-1-carboxamide;

~~1-Acetyl-4-(2,5-difluorophenyl)-2-methyl-2-phenyl-2,5-dihydro-1H-pyrrole;~~

~~(2S)-1-[4-(2,5-difluorophenyl)-2-methyl-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]-3-methyl-1-oxobutan-2-amine;~~

(2S)-4-(2,5-difluorophenyl)-N,N,2-trimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

(2S)-4-(5-chloro-2-fluorophenyl)-N,N,2-trimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

(2S)-4-(5-chloro-2-fluorophenyl)-2-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

(2S)-4-(5-chloro-2-fluorophenyl)-N-ethyl-2-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

N-(tert-butyl)-2-[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]acetamide;

2-[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]-N-isopropylacetamide;

(2S)-1-(2-azetidin-1-yl-2-oxoethyl)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrole;

(2S)-4-(2,5-difluorophenyl)-1-(2-oxo-2-pyrrolidin-1-ylethyl)-2-phenyl-2,5-dihydro-1H-pyrrole;

4-{[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]acetyl}morpholine;

1-{[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]acetyl}piperazine;

1-{[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]acetyl}-4-methylpiperazine;

2-[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]-N-isopropylbutanamide;

4-{2-[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]butanoyl}morpholine;

2-[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]-N-ethylacetamide;

N-cyclobutyl-2-[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]acetamide;

2-[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]-N-ethylpropanamide;

N-cyclobutyl-2-[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]propanamide;

2-[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]-N-methylpropanamide;

2-[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]-N-isopropylpropanamide;

N-(tert-butyl)-2-[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]propanamide;

4-{2-[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]propanoyl}morpholine;

2-({(1S)-1-tert-butyl-2-[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]-2-oxoethyl}amino)-N-isopropylacetamide;

2-(dimethylamino)ethyl (1S)-1-cyclopropyl-2-[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]-2-oxoethylcarbamate;

1-methylpiperidin-4-yl (1S)-1-cyclopropyl-2-[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]-2-oxoethylcarbamate;

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N,N-dimethyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

(2S)-4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N,N-dimethyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

(2S)-4-(2,5-difluorophenyl)-N-(2-hydroxyethyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

N-{[4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-2,5-dihydro-1H-pyrrol-1-yl]carbonyl}-N-methyl-beta-alanine;

methyl N-{[4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-2,5-dihydro-1H-pyrrol-1-yl]carbonyl}-N-methyl-beta-alaninate;

4-{[4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-2,5-dihydro-1H-pyrrol-1-yl]acetyl}morpholin-4-ium;

3-[4-(2,5-difluorophenyl)-1-(morpholin-4-ylcarbonyl)-2,5-dihydro-1H-pyrrol-2-yl]phenol;

(2S)-4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-tetrahydrofuran-3-yl-2,5-dihydro-1H-pyrrole-1-carboxamide;

(2S)-4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-(2-methoxyethyl)-N-methyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

(2S)-4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-tetrahydro-2H-pyran-4-yl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-N-[1-(2-fluoroethyl)piperidin-4-yl]-2-(3-hydroxyphenyl)-N-methyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-[{[4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-2,5-dihydro-1H-pyrrol-1-yl]carbonyl}(methyl)amino]piperidinium trifluoroacetate;

2-[{[4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-2,5-dihydro-1H-pyrrol-1-yl]carbonyl}(methyl)amino]ethyl 4-methylpiperazine-1-carboxylate;

3-{4-(2,5-difluorophenyl)-1-[(4-methylpiperazin-1-yl)carbonyl]-2,5-dihydro-1H-pyrrol-2-yl}phenol;

2-[{[4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-2,5-dihydro-1H-pyrrol-1-yl]carbonyl}(methyl)amino]ethyl morpholine-4-carboxylate;

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-[(1-methyl-1H-pyrazol-4-yl)methyl]-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-(isoxazol-5-ylmethyl)-N-methyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

2-[{[4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-2,5-dihydro-1H-pyrrol-1-yl]carbonyl}(methyl)amino]ethyl dimethylaminocarboxylate;

2-[{[4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-2,5-dihydro-1H-pyrrol-1-yl]carbonyl}(methyl)amino]ethyl piperidine-1-carboxylate;

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-[2-(2-oxopyrrolidin-1-yl)ethyl]-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-[(5-oxo-4,5-dihydro-1H-1,2,4-triazol-3-yl)methyl]-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-(tetrahydro-2H-pyran-4-ylmethyl)-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-{[5-(methoxymethyl)-1H-pyrazol-3-yl]methyl}-N-methyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-(1,3-thiazol-4-ylmethyl)-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-[(4-methyl-1,2,5-oxadiazol-3-yl)methyl]-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-(1,3-thiazol-2-ylmethyl)-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-(isoxazol-3-ylmethyl)-N-methyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-[2-(1H-1,2,4-triazol-1-yl)ethyl]-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-[2-(1H-pyrazol-1-yl)ethyl]-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-[(1-methyl-5-oxopyrrolidin-2-yl)methyl]-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-(1-isoxazol-3-ylethyl)-N-methyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-N-(1,3-dioxolan-2-ylmethyl)-2-(3-hydroxyphenyl)-N-methyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-N-(1,4-dioxan-2-ylmethyl)-2-(3-hydroxyphenyl)-N-methyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-[(5-methyl-1,3,4-oxadiazol-2-yl)methyl]-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-[2-(methylsulfonyl)ethyl]-2,5-dihydro-1H-pyrrole-1-carboxamide;

2-[{[4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-2,5-dihydro-1H-pyrrol-1-yl]carbonyl}(methyl)amino]ethanesulfonic acid;

3-[(2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-1-yl]-*N*-methylpropanamide;

3-[(2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-1-yl]-*N*,*N*-dimethylpropanamide;

3-[(2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-1-yl]-*N*,*N*,2-trimethylpropanamide;

4-{3-[(2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-1-yl]propanoyl}morpholine;

1-{3-[(2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-1-yl]propanoyl}-4-(methylsulfonyl)piperazine;

1-{3-[(2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-1-yl]propanoyl}piperidin-4-ol;

or a pharmaceutically acceptable salt or stereoisomer thereof.

12. (Previously amended) The compound according to Claim 11 which is selected from:

(-)-4-(2,5-difluorophenyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(5-chloro-2-fluorophenyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

(2S)-4-(2,5-difluorophenyl)-N-methyl-2-phenyl-N-piperidin-4-yl-2,5-dihydro-1H-pyrrole-1-carboxamide;

or a pharmaceutically acceptable salt or stereoisomer thereof.

13. (Previously amended) The compound according to Claim 11 which is selected from:

(2S)-4-(2,5-difluorophenyl)-N-methyl-2-phenyl-N-piperidin-4-yl-2,5-dihydro-1H-pyrrole-1-carboxamide;

(2S)-4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N,N-dimethyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

(2S)-4-(2,5-difluorophenyl)-N-methyl-N-(1-methylpiperidin-4-yl)-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide; and

or a pharmaceutically acceptable salt or stereoisomer thereof.

14. (Previously amended) A compound which is:

(2S)-4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-tetrahydrofuran-3-yl-2,5-dihydro-1H-pyrrole-1-carboxamide

(2S)-4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-(2-methoxyethyl)-N-methyl-2,5-dihydro-1H-pyrrole-1-carboxamide

(2S)-4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-tetrahydro-2H-pyran-4-yl-2,5-dihydro-1H-pyrrole-1-carboxamide

4-(2,5-difluorophenyl)-N-[1-(2-fluoroethyl)piperidin-4-yl]-2-(3-hydroxyphenyl)-N-methyl-2,5-dihydro-1H-pyrrole-1-carboxamide

4-[{[4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-2,5-dihydro-1H-pyrrol-1-yl]carbonyl}(methyl)amino]piperidinium trifluoroacetate

2-[{[4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-2,5-dihydro-1H-pyrrol-1-yl]carbonyl}(methyl)amino]ethyl 4-methylpiperazine-1-carboxylate

3-{4-(2,5-difluorophenyl)-1-[(4-methylpiperazin-1-yl)carbonyl]-2,5-dihydro-1H-pyrrol-2-yl}phenol

2-[{[4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-2,5-dihydro-1H-pyrrol-1-yl]carbonyl}(methyl)amino]ethyl morpholine-4-carboxylate

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-[(1-methyl-1H-pyrazol-4-yl)methyl]-2,5-dihydro-1H-pyrrole-1-carboxamide

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-(isoxazol-5-ylmethyl)-N-methyl-2,5-dihydro-1H-pyrrole-1-carboxamide

2-[{[4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-2,5-dihydro-1H-pyrrol-1-yl]carbonyl}(methyl)amino]ethyl dimethylaminocarboxylate

2-[{[4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-2,5-dihydro-1H-pyrrol-1-yl]carbonyl}(methyl)amino]ethyl piperidine-1-carboxylate

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-[2-(2-oxopyrrolidin-1-yl)ethyl]-2,5-dihydro-1H-pyrrole-1-carboxamide

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-[(5-oxo-4,5-dihydro-1H-1,2,4-triazol-3-yl)methyl]-2,5-dihydro-1H-pyrrole-1-carboxamide

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-(tetrahydro-2H-pyran-4-ylmethyl)-2,5-dihydro-1H-pyrrole-1-carboxamide

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-{[5-(methoxymethyl)-1H-pyrazol-3-yl]methyl}-N-methyl-2,5-dihydro-1H-pyrrole-1-carboxamide

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-(1,3-thiazol-4-ylmethyl)-2,5-dihydro-1H-pyrrole-1-carboxamide

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-[(4-methyl-1,2,5-oxadiazol-3-yl)methyl]-2,5-dihydro-1H-pyrrole-1-carboxamide

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-(1,3-thiazol-2-ylmethyl)-2,5-dihydro-1H-pyrrole-1-carboxamide

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-(isoxazol-3-ylmethyl)-N-methyl-2,5-dihydro-1H-pyrrole-1-carboxamide

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-[2-(1H-1,2,4-triazol-1-yl)ethyl]-2,5-dihydro-1H-pyrrole-1-carboxamide

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-[2-(1H-pyrazol-1-yl)ethyl]-2,5-dihydro-1H-pyrrole-1-carboxamide

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-[(1-methyl-5-oxopyrrolidin-2-yl)methyl]-2,5-dihydro-1H-pyrrole-1-carboxamide

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-(1-isoxazol-3-ylethyl)-N-methyl-2,5-dihydro-1H-pyrrole-1-carboxamide

4-(2,5-difluorophenyl)-N-(1,3-dioxolan-2-ylmethyl)-2-(3-hydroxyphenyl)-N-methyl-2,5-dihydro-1H-pyrrole-1-carboxamide

4-(2,5-difluorophenyl)-N-(1,4-dioxan-2-ylmethyl)-2-(3-hydroxyphenyl)-N-methyl-2,5-dihydro-1H-pyrrole-1-carboxamide

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-[(5-methyl-1,3,4-oxadiazol-2-yl)methyl]-2,5-dihydro-1H-pyrrole-1-carboxamide

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-[2-(methylsulfonyl)ethyl]-2,5-dihydro-1H-pyrrole-1-carboxamide

2-[{[4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-2,5-dihydro-1H-pyrrol-1-yl]carbonyl}(methyl)amino]ethanesulfonic acid

3-[(2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-1-yl]-*N*-methylpropanamide

3-[(2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-1-yl]-*N*,*N*-dimethylpropanamide

3-[(2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-1-yl]-*N*,*N*,2-trimethylpropanamide

4-{3-[(2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-1-yl]propanoyl}morpholine

1-{3-[(2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-1-yl]propanoyl}-4-(methylsulfonyl)piperazine

1-{3-[(2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-1-yl]propanoyl}piperidin-4-ol

or a pharmaceutically acceptable salt thereof.

15. (Previously amended) The compound according to Claim 12 which is the TFA salt of a compound selected from:

(2S)-4-(2,5-Difluorophenyl)-N-methyl-2-phenyl-N-(piperidin-4-ylmethyl)-2,5-dihydro-1H-pyrrole-1-carboxamide;

(2S)-4-(5-Chloro-2-fluorophenyl)-N-methyl-2-phenyl-N-[(3R)-pyrrolidin-3-yl]-2,5-dihydro-1H-pyrrole-1-carboxamide;

(2S)-4-(5-chloro-2-fluorophenyl)-N-methyl-2-phenyl-N-piperidin-4-yl-2,5-dihydro-1H-pyrrole-1-carboxamide;

(2S)-4-(5-chloro-2-fluorophenyl)-N-methyl-2-phenyl-N-[(3S)-pyrrolidin-3-yl]-2,5-dihydro-1H-pyrrole-1-carboxamide;

(2S)-4-(2,5-difluorophenyl)-N-methyl-2-phenyl-N-pyrrolidin-3-yl-2,5-dihydro-1H-pyrrole-1-carboxamide;

(2S)-N-(1-allylpiperidin-4-yl)-4-(2,5-difluorophenyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-Difluorophenyl)-N-methyl-N-[(1-methylpiperidin-3-yl)methyl]-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-N-methyl-2-phenyl-N-(pyridin-3-ylmethyl)-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-N-methyl-N-[(1-methyl-1H-pyrazol-4-yl)methyl]-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-N-[2-(dimethylamino)ethyl]-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-N-methyl-2-phenyl-N-(2-pyridin-2-ylethyl)-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(5-chloro-2-fluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-piperidin-4-yl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-piperidin-4-yl-2,5-dihydro-1H-pyrrole-1-carboxamide;

N-(tert-butyl)-2-[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]acetamide;

2-[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]-N-isopropylacetamide;

(2S)-1-(2-azetidin-1-yl-2-oxoethyl)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrole;

(2S)-4-(2,5-difluorophenyl)-1-(2-oxo-2-pyrrolidin-1-ylethyl)-2-phenyl-2,5-dihydro-1H-pyrrole;

4-{[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]acetyl}morpholine;

1-{[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]acetyl}piperazine;

1-{[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]acetyl}-4-methylpiperazine;

2-[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]-N-isopropylbutanamide;

4-{2-[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]butanoyl}morpholine;

2-[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]-N-ethylacetamide;
N-cyclobutyl-2-[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]acetamide;

2-[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]-N-ethylpropanamide;

N-cyclobutyl-2-[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]propanamide;

2-[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]-N-methylpropanamide;

2-[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]-N-isopropylpropanamide;

N-(tert-butyl)-2-[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]propanamide;

4-{2-[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]propanoyl}morpholine;

4-{[4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-2,5-dihydro-1H-pyrrol-1-yl]acetyl}morpholin-4-ium;

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-*N*-methyl-*N*-piperidin-4-yl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

2-[{[4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-2,5-dihydro-1H-pyrrol-1-yl]carbonyl}(methyl)amino]ethyl-4-methylpiperazine-1-carboxylate;

3-{4-(2,5-difluorophenyl)-1-[(4-methylpiperazin-1-yl)carbonyl]-2,5-dihydro-1H-pyrrol-2-yl}phenol;

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-[(1-methyl-1H-pyrazol-4-yl)methyl]-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluoro-phenyl)-2,5-dihydro-2-(3-hydroxyphenyl)-N-methyl-N--[2-(4-methyl-1-piperazinyl)-2-oxoethyl]-H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-[(5-oxo-4,5-dihydro-1H-1,2,4-triazol-3-yl)methyl]-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-{[5-(methoxymethyl)-1H-pyrazol-3-yl]methyl}-N-methyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-(1,3-thiazol-4-ylmethyl)-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-(1,3-thiazol-2-ylmethyl)-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-[2-(1H-1,2,4-triazol-1-yl)ethyl]-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(3-hydroxyphenyl)-N-methyl-N-[2-(1H-pyrazol-1-yl)ethyl]-2,5-dihydro-1H-pyrrole-1-carboxamide;

3-[(2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-1-yl]-*N*-methylpropanamide;

3-[(2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-1-yl]-*N*,*N*-dimethylpropanamide;

3-[(2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-1-yl]-*N*,*N*,2-trimethylpropanamide;

4-{3-[(2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-1-yl]propanoyl}morpholine;

1-{3-[(2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-1-yl]propanoyl}-4-(methylsulfonyl)piperazine;

1-{3-[(2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-1-yl]propanoyl}piperidin-4-ol; and

methyl 3-[(2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-1-yl]propanoate.

16. (Original) A pharmaceutical composition that is comprised of a compound in accordance with Claim 1 and a pharmaceutically acceptable carrier.

17. – 42. (Cancelled)